

Location of the Company: Russian Federation,
Krasnoyarsk Territory, Dudinka

VOTING BALLOT
for the Annual General Meeting
of Shareholders of Public Joint Stock Company MMC Norilsk Nickel

Form of holding the General meeting of the
shareholders: in-person meeting

Place of holding the General meeting of the shareholders: 24 Bolshaya Yakimanka str., Moscow

PRESIDENT HOTEL, Bolshoi Petrovsky hall.

Date and time of holding the Annual General Meeting of shareholders: June 10, 2016, 10:00 (local time).

Registration of shareholders will begin at 11:00 (local time). Registration of persons, who are eligible to participate in the general meeting but did not register to participate in the general meeting prior to its opening, does not stop before the end of discussion on the last item of the agenda for which quorum is present.

Name of the shareholder **(from the data base)**

Registration No. **(from the data base)**

Item 1 of the agenda: Approval of 2015 Annual Report of PJSC MMC Norilsk Nickel Number of votes held by the shareholder in voting on the item: (from the data base)	
Approve 2015 Annual Report of PJSC MMC Norilsk Nickel	«IN FAVOR» <input type="checkbox"/> _____ «AGAINST» <input type="checkbox"/> _____ «ABSTAINED» <input type="checkbox"/> _____

Item 2 of the agenda: Approval of annual financial statements of PJSC MMC Norilsk Nickel for 2015 Number of votes held by the shareholder in voting on the item: (from the data base)	
Approve annual financial statements of PJSC MMC Norilsk Nickel for 2015	«IN FAVOR» <input type="checkbox"/> _____ «AGAINST» <input type="checkbox"/> _____ «ABSTAINED» <input type="checkbox"/> _____

Item 3 of the agenda: Approval 2015 consolidated financial statements of PJSC MMC Norilsk Nickel Number of votes held by the shareholder in voting on the item: (from the data base)	
Approve 2015 consolidated financial statements of PJSC MMC Norilsk Nickel	«IN FAVOR» <input type="checkbox"/> _____ «AGAINST» <input type="checkbox"/> _____ «ABSTAINED» <input type="checkbox"/> _____

Item 4 of the agenda: Distribution of profit of PJSC MMC Norilsk Nickel for 2015 including payment (declaration) of dividends based on the results of 2015 fiscal year Number of votes held by the shareholder in voting on the item: (from the data base)	
<ol style="list-style-type: none"> Approve distribution of profit of PJSC MMC Norilsk Nickel in 2015 in accordance with the recommendation of the Board of Directors, included in the report of the Board of Directors of PJSC MMC Norilsk Nickel with motivated position of the Company's Board of Directors on the items of the agenda of Annual General Meeting of shareholders. Pay monetary dividends of RUB 230.14 per ordinary share of PJSC MMC Norilsk Nickel, based on the results of 2015. Set June 21, 2016, as the record date as of which entities receiving dividends will have been determined. 	«IN FAVOR» <input type="checkbox"/> _____ «AGAINST» <input type="checkbox"/> _____ «ABSTAINED» <input type="checkbox"/> _____

Item 5 of the agenda: Election of the members of the Board of Directors		
Number of votes held by the shareholder in voting on the item: (from the data base) <i>(number of voting shares, owned by the shareholder, multiplied by 13)</i>		
«IN FAVOR» <input type="checkbox"/> _____		
Election of the members of the Board of Directors:::		Votes for each
1. Barbashev Sergei Valentinovich	General Director, Chairman of the Managing Board, CJSC INTERROS Holding Company	
2. Bashkirov Alexey Vladimirovich	Deputy CEO for Investments and Asset Management of CJSC INTERROS Holding Company, Member of the Managing Board	
3. Bogaudinov Ruzhan Abdulkhaevich	Area Manager, CJSC Rusal Global Management B.V.	
4. Bratukhin Sergey Borisovich	President, CIS Investment Advisers, LLC	
5. Bougrov Andrei Yevgenyevich	Vice President, Deputy Chairman of the Board of PJSC MMC Norilsk Nickel	
6. Zakharova Marianna Alexandrovna	First Vice President, General Counsel, PJSC MMC Norilsk Nickel	
7. Korobov Andrey Vladimirovich	Chief Executive Officer, RT-Business Development LLC	
8. Mishakov Stalbek Stepanovich	Adviser to General Director, CJSC RUSAL Global Management B.V., Deputy CEO of EN+ Management LLC	
9. Penny Gareth Peter Herbert	Executive Chairman of the Board, New World Resources Plc;	
10. Prinsloo Cornelis Johannes Gerhardus	The majority owner and director of Natural Resource Partnership;	
11. Sokov Maxim Mikhailovich	CEO of En+ Management, CEO of En+ Group Limited	
12. Soloviev Vladislav Alexandrovich	CEO of CJSC Rusal Global Management B.V.	
13. Edwards Robert Willem John	Independent non-executive Director of GB Minerals Ltd	
«AGAINST» <input type="checkbox"/> _____		«ABSTAINED» <input type="checkbox"/> _____

- In electing members of the Board of Directors, the voting is cumulative, i.e. the number of votes held by each shareholder is multiplied by the number of persons to be elected to the Board of Directors (13). The shareholder may give all the votes so received for one candidate or distribute them between two or more candidates. A fractional vote received as a result of multiplying the number of votes held by the shareholder owning a fractional share by the number of persons to be elected to the Board of Directors of the Company may be given only for one candidate.

Item 6 of the agenda: Election of the members of Audit Commission
Number of votes held by the shareholder in voting on the item: (from the data base)

Election of the members of Audit Commission:

Arustamov Artur Gagikovich	CJSC RUSAL Global Management B.V. Director of Price Control and Commercial Operations Department	«IN FAVOR» <input type="checkbox"/> _____ «AGAINST» <input type="checkbox"/> _____ «ABSTAINED» <input type="checkbox"/> _____
Masalova Anna Viktorovna	Financial and administrative Director for Russia and CIS, USB Farma LLC	«IN FAVOR» <input type="checkbox"/> _____ «AGAINST» <input type="checkbox"/> _____ «ABSTAINED» <input type="checkbox"/> _____
Svanidze Georgiy Eduardovich	Director of Financial Department of CJSC INTERROS Holding Company;	«IN FAVOR» <input type="checkbox"/> _____ «AGAINST» <input type="checkbox"/> _____ «ABSTAINED» <input type="checkbox"/> _____
Shilkov Vladimir Nikolaevich	Vice-president of Investment Department of CIS Investment Advisers LLC.	«IN FAVOR» <input type="checkbox"/> _____ «AGAINST» <input type="checkbox"/> _____ «ABSTAINED» <input type="checkbox"/> _____
Yanevich Elena Alexandrovna	First deputy CEO Interpromlising LLC	«IN FAVOR» <input type="checkbox"/> _____ «AGAINST» <input type="checkbox"/> _____ «ABSTAINED» <input type="checkbox"/> _____

Item 7 of the agenda: Approval of Auditor of Russian Accounting Standards financial statements of PJSC MMC Norilsk Nickel
Number of votes held by the shareholder in voting on the item: (from the data base)

Approve JSC KPMG as Auditor of Russian Accounting Standards financial statements of PJSC MMC Norilsk Nickel.	«IN FAVOR» <input type="checkbox"/> _____ «AGAINST» <input type="checkbox"/> _____ «ABSTAINED» <input type="checkbox"/> _____
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Item 8 of the agenda: Approval of Auditor of Consolidated financial statements of PJSC MMC Norilsk Nickel
Number of votes held by the shareholder in voting on the item: (from the data base)

Approve JSC KPMG as Auditor of Consolidated financial statements of PJSC MMC Norilsk Nickel	«IN FAVOR» <input type="checkbox"/> _____ «AGAINST» <input type="checkbox"/> _____ «ABSTAINED» <input type="checkbox"/> _____
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Item 9 of the agenda: Remuneration and reimbursement of expenses of members of the Board of Directors of PJSC MMC Norilsk Nickel
Number of votes held by the shareholder in voting on the item: (from the data base)

<p>1. Remuneration and compensations to the Members of the Board of Directors of PJSC MMC Norilsk Nickel associated with performance of their duties are paid in accordance with the Policy of Remuneration of the Members of the Board of Directors of PJSC MMC Norilsk Nickel (approved by Annual General Meeting's Resolution dd. 06.06.2014).</p> <p>2. Chairman of the Board of Directors of PJSC MMC Norilsk Nickel, elected at the first Board of Directors meeting held after this meeting, shall be paid a fee and reimbursed expenses associated with the performance of his duties, and maintained his accident insurance, in the following amounts:</p> <p>2.1. remuneration to be paid to the Chairman of the Board of Directors – Independent Director shall be USD 1,000,000 per annum, payable on a quarterly basis in equal amounts in RUB at the rate set by the Central Bank of the Russian Federation on the last business day of the accounting quarter. The amount shown above shall be after taxes in accordance with effective RF law. The aforementioned remuneration shall be payable from the day of election of the Independent Director as the Chairman of the Board of Directors to the date, on which his term of office as the Chairman of the Board of Directors expires;</p> <p>2.2. if the person, elected as the Chairman of the Board of Directors first meeting of the Board of Directors held after this meeting, is not elected as the member of the Board of Directors at the 2016 year-end Annual General Meeting of the shareholders and Chairman of the newly elected Board of Directors or if his office as the Chairman of the Board of Directors will terminate before the 2016 year-end Annual General Meeting of the shareholders he will be paid additional remuneration in the amount of USD 3 000 000.00 less amount of the remuneration received by him for execution of the Chairman of the Board of Directors duties from the date of his election at the first meeting of the Board of Directors held after this meeting. The aforementioned additional remuneration is payable on a quarterly basis in equal amounts up to June 10, 2019 in RUB at the exchange rate of the Central Bank of the Russian Federation on the last business day of the reporting quarter. The amount shown above shall be after tax in accordance with the effective RF law. If he will be reelected as Chairman of the Board of Directors by the subsequent before the 2018 year-end Annual General Meeting of Shareholders the remuneration for serving as Chairman of the Board of Directors provided in subparagraph 2.1 of this paragraph, shall not be paid.</p> <p>2.3. Documented expenses incurred by the Chairman of the Board of Directors, while performing his duties, including: accommodation in hotels, travel services, including VIP lounge services, other air travel fees and charges (business and first class tickets), telephone calls (including mobile communication), representation expenses, will be compensated in accordance with the limits for category 1 positions approved by PJSC MMC Norilsk Nickel.</p> <p>2.4. PJSC MMC Norilsk Nickel shall at its own expense provide life insurance for the Chairman of the Board of Directors against the following risk during performance of official duties:</p> <ul style="list-style-type: none"> - death in an accident with the coverage in amount of at least USD 3,000,000; - serious bodily injury in an accident (or disability resulting from an accident) with the coverage in amount of at least USD 3,000,000; - injury in an accident (or temporary disability resulting from an accident) with the coverage in amount of at least USD 100,000 	<p>«IN FAVOR» <input type="checkbox"/> _____ «AGAINST» <input type="checkbox"/> _____ «ABSTAINED» <input type="checkbox"/> _____</p>
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Item 10 of the agenda: Remuneration to an Audit Commission member of PJSC MMC Norilsk Nickel
Number of votes held by the shareholder in voting on the item: (from the data base)

Set the remuneration to an Audit Commission member of PJSC MMC Norilsk Nickel not employed by the Company in the amount of RUB 1,800,000 per annum before taxes payable in equal amounts twice per year. Mentioned amount of before taxes in accordance with applicable Russian legislation.	«IN FAVOR» <input type="checkbox"/> _____ «AGAINST» <input type="checkbox"/> _____ «ABSTAINED» <input type="checkbox"/> _____
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Item 11 of the agenda: Approval of the interrelated interested party transaction related to indemnification for members of the Board of Directors and Management Board of PJSC MMC Norilsk Nickel
Number of votes held by the shareholder in voting on the item: (from the data base)

Approve interrelated interested party transactions, in which interested parties are all members of the Board of Directors and the Management Board of PJSC MMC Norilsk Nickel and which concerns obligations of PJSC MMC Norilsk Nickel regarding indemnification of losses such members of the Board of Directors and the Management Board of PJSC MMC Norilsk Nickel can incur as a result of their nomination to the corresponding positions, in the amount of no more than USD 115 000 000 (one hundred and fifteen million) per person	«IN FAVOR» <input type="checkbox"/> _____ «AGAINST» <input type="checkbox"/> _____ «ABSTAINED» <input type="checkbox"/> _____
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Item 12 of the agenda: Approval of the interested party transaction related to liability insurance of members of the Board of Directors and Management Board of PJSC MMC Norilsk Nickel

Number of votes held by the shareholder in voting on the item: **(from the data base)**

Approve interested party transactions, in which interested parties are all members of the Board of Directors and the Management Board of PJSC MMC Norilsk Nickel and which concerns liability insurance of the members of the Board of Directors and the Management Board of PJSC MMC Norilsk Nickel, who are the beneficiaries of the transaction, provided by Russian insurance company; the effective period of liability insurance is one year, total liability limit is not less than USD 200 000 000 (two hundred million) and liability limit of not less than USD 25 000 000 (twenty five million) for extended coverage to the primary contract as well as insurance premium of not exceeding USD 1 000 000 (one million).

«IN FAVOR» _____
«AGAINST» _____
«ABSTAINED» _____

Item 13 of the agenda: Approval of interested party transactions between the Company and NORMETIMPEX JSC (Conclusion of Instructions to the Commission Agreement No. NN/1001-2009 dd. 21.12.2009)

Number of votes held by the shareholder in voting on the item: **(from the data base)**

Approve interested party transactions between the Company and NORMETIMPEX JSC (Conclusion of Instructions to the Commission Agreement No. NN/1001-2009 dd. 21.12.2009). Subject matter, price and other essential conditions of transaction a provided in Annexes 1, 2, 3.

«IN FAVOR» _____
«AGAINST» _____
«ABSTAINED» _____

Signature of the shareholder or his/her proxy _____

in virtue of the power of proxy issued on «_____», 20 _____

(specify the issuer of the power of proxy)

The voting ballot shall be signed by the shareholder. An incorrectly completed ballot,

the same as an unsigned ballot shall be null and void.

Voting is performed by crossing the relevant block ;

- tick to show that the voting is performed by a power of proxy issued with respect to the shares transferred after the date of drawing up the list of persons having the right to take part in the General meeting.

- tick to show that the voting is performed in accordance with the instructions of the purchasers of shares transferred after the date of drawing up the list of persons having the right to take part in the General meeting and (or) in accordance with the instructions of the holders of depositary securities.

- tick to show that a part of the shares was transferred after the date of drawing up the list of persons having the right to take part in the General meeting.

The voter may choose only one variant of voting, except for cases of voting in accordance with the instructions of persons acquiring the shares after the date of drawing up the list of persons having the right to take part in the General meeting or in accordance with the instructions of the holders of depositary securities;

If more than one variant of voting remains in the ballot, in the fields for indicating the number of votes given for each variant it is necessary to state the number of votes given for the relevant variant of voting and make a note that the voting was performed in accordance with the instructions of the purchasers of shares transferred after the date of drawing up the list of persons having the right to take part in the General meeting and (or) in accordance with the instructions of the holders of depositary securities;

The person voting by a power of proxy issued with respect to the shares transferred after the date of drawing up the list of persons having the right to take part in the General meeting shall state the number of votes given for the chosen variant of voting in the field for indicating the number of votes given for the chosen variant and make a note that the voting was performed by a power of proxy issued with respect to the shares transferred after the date of drawing up the list of persons having the right to take part in the General meeting;

If after the date of drawing up the list of persons having the right to take part in the General meeting not all shares are transferred, the voter shall state the number of votes given for the chosen variant of voting in the field for indicating the number of votes given for the chosen variant and make a note that some of the shares were transferred after the date of drawing up the list of persons having the right to take part in the General meeting. In case of instructions received with respect to the shares transferred after the date of drawing up the list of persons having the right to take part in the General meeting from the purchasers of such shares coinciding with the chosen variant of voting, such votes shall be summarily added.

If a shareholder is unable for any reason to be present at the meeting at the place of its holding, the shareholder may send a completed and signed voting ballot by mail to the following address: 121108, Moscow, Ivana Franko str., bld. 8., JSC Independent Registrar Company.

The documents certifying the powers of the successors and proxies of persons included in the list of persons having the right to take part in the General meeting (their notarized copies) shall be appended to the voting ballots mailed by such persons for the purpose of voting or submitted to the counting commission when such persons are registered for participation in the General meeting.